

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF INDIANA
HAMMOND DIVISION (LAFAYETTE)

-----X
THE LAFAYETTE LIFE INSURANCE COMPANY, :
MERCY RIDGE, INC., AMERICAN BANK, and all :
others similarly situated, :
: Plaintiffs, :
: :
- against - : Cause No. 4:09-CV-64-TLS-APR
: :
CITY OF MENASHA, WISCONSIN, a municipal :
corporation, MENASHA UTILITIES, MENASHA :
STEAM UTILITY, and RBC CAPITAL MARKETS :
CORP. f/k/a RBC DAIN RAUSCHER, INC., :
: Defendants. :
-----X

**PLAINTIFFS' MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT
AGREEMENT AND FOR SETTLEMENT CLASS CERTIFICATION**

In accordance with the parties' Settlement Agreement, Plaintiffs The Lafayette Life Insurance Company, Mercy Ridge, Inc. and American Bank (collectively "Plaintiffs"), by lead counsel, respectfully request an Order preliminarily approving the Settlement Agreement ("Settlement"), preliminarily certifying a Plaintiffs' Settlement Class and directing notice of the Settlement to members of the Settlement Class. The Settlement Agreement and exhibits thereto are attached to this Motion as Exhibit A. The Settlement resolves all claims in this action of the Plaintiffs and the proposed Settlement Class as against Defendants the City of Menasha, Wisconsin, Menasha Utilities, Menasha Steam Utility and RBC Capital Markets, LLC (f/k/a RBC Capital Markets Corp.). In support of this Motion, Plaintiffs submit simultaneously

herewith the Memorandum in Support of Class Plaintiffs' Motion for Preliminary Approval of Settlement Agreement and for Settlement Class Certification.

WHEREFORE, Plaintiffs respectfully request that the Court enter an Order Preliminarily Approving Settlement in the form attached to the Settlement Agreement.

Respectfully submitted,

s/ Michael A. Wukmer
Michael A. Wukmer
Lead Counsel for Plaintiffs

ICE MILLER LLP
One American Square
Suite 2900
Indianapolis, IN 46282-0200
(317) 236-2100
Fax: (317) 592-4825

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been served upon the following, via this Court's Electronic Case Filing System, on the 25th day of April, 2011:

Brian E. Casey
Alice J. Springer
Barnes & Thornburg LLP
brian.casey@btlaw.com
alice.springer@btlaw.com

Alyx S. Pattison
Brian J. Poronsky
Christian T. Kemnitz
Katten Muchin Rosenman LLP
alyx.pattison@kattenlaw.com
brian.poronsky@kattenlaw.com
christian.kemnitz@kattenlaw.com

I hereby certify that a copy of the foregoing has been served via electronic mail upon the following on the 25th day of April, 2011:

Edward J Fuhr PHV
Hunton & Williams LLP - Ric/VA
Riverfront Plaza East Tower
951 East Byrd Street
Richmond, VA 23219-4074

Joseph J Saltarelli PHV
Hunton & Williams LLP - NY/NY
200 Park Avenue
New York, NY 10166

Trevor S Cox PHV
Hunton & Williams LLP - Ric/VA
Riverfront Plaza East Tower
951 East Byrd Street
Richmond, VA 23219-4074

s/ Michael A. Wukmer

Michael A. Wukmer
Mark R. Alson
Attorneys for Plaintiffs